

10/21/96

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

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NAME: THE HERCE GROUP, INC.

AUDIT NUMBER.....196000014746

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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**ARTICLES OF INCORPORATION
OF
THE HERCE GROUP, INC.**

(4)

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is **THE HERCE GROUP, INC.**

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is to be perpetual.

**ARTICLE THREE
PURPOSE**

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE FOUR
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 10,000 shares. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE FIVE
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 10081 S.W. 98th Avenue, Miami, Florida 33176.

**ARTICLE SIX
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 10081 S.W. 98th Avenue, Miami, Florida 33176, and the name of its initial registered agent at such address, is Roland Herce.

**ARTICLE SEVEN
DIRECTORS**

JOSE R. PUTOLS
2701 S.W. LEJEUNE RD. #401
CORAL GABLES, FL 33134
(305) 569-9533
FAX 305-911-9111

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EMPIRE CORPORATE KIT

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The number of directors constituting the initial board of directors of the corporation is One
(1). The name and address of each person who is to serve as a member of the initial board of directors is:

Name
Roland Herce

Address
10081 S.W. 98th Avenue
Miami, Florida 33176

**ARTICLE EIGHT
INCORPORATORS**

The name and address of each incorporator is:

Name
Roland Herce

Address
10081 S.W. 98th Avenue
Miami, Florida 33176

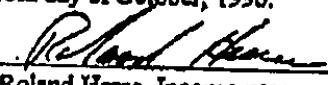
**ARTICLE NINE
INDEMNIFICATION**

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

**ARTICLE TEN
AMENDMENTS**

These articles of incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, I, Roland Herce, being the incorporator of this corporation, make and file these articles of incorporation this 18th day of October, 1996.


Roland Herce, Incorporator

Prepared by:
Jose R. Fajols, Esq.
FBN.: 936911
2701 S.W. Lefebvre Road, Suite 401
Coral Gables, Florida 33134

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT THE HERCE GROUP, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT

10081 S.W. 98th AVENUE
MIAMI, FLORIDA 33176

HAS NAMED ROLAND HERCE, LOCATED AT 10081 S.W. 98th AVENUE, MIAMI,
FLORIDA 33176, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


Roland Herce, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY AGREE
TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

By: 
Roland Herce

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